

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re: Borders Group, Inc. Case No. 11-10614

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

TRC MASTER FUND LLC

Name of Transferee

Name and Address where notices to transferee should be sent:

TRC MASTER FUND LLC

Attn: Terrel Ross

336 Atlantic Avenue Suite 302
East Rockaway, NY 11518

Phone: 516-255-1801

Last four digits of Acct#: N/A

Name and address where transferee payments should be sent (if different from above):

Phone: N/A

Last four digits of Acct#: N/A

FUNKO LLC

Name of Transferor

Court Claim # (if known): 1461

Amount of Claim: USD\$54,738.00 (this Claim has been allowed as an administrative expense claim)

Date Claim Filed: 05/17/2011

Phone: (425) 783-3616

Last four digits of Acct.# N/A

Name and Current Address of Transferor:

FUNKO LLC

2126 196th Street SW

Lynwood, NJ 98036

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/Terrel Ross
Transferee/Transferee's Agent

Date: November 3, 2011

Penalty for making a false statement: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

Exhibit A to Assignment of Claim

TO: United States Bankruptcy Court ("Bankruptcy Court")
Southern District of New York
One Bowling Green
New York, NY 10004-1408
Attention: Clerk

AND TO: BORDERS INC. ("Debtor")
Case No. 11-10615
Jointly Administered under BORDERS GROUP, INC., Case No. 11-10614

Claim #1461

FUNKO LLC, its successors and assigns ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

TRC MASTER FUND LLC
336 Atlantic Avenue Suite 302
East Rockaway, NY 11518
Attention: Terrel Ross

its successors and assigns ("Assignee"), all of Assignor's rights, title, interest, claims and causes of action in and to, or arising under or in connection with its Allowed Administrative Expense Claim in the amount of **USD\$54,738.00** ("Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by rule 3001 of the federal Rules of Bankruptcy procedure, the Bankruptcy code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring the Claim and recognizing the Assignee as the sole owners and holders of the Claim.

Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, THIS EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 2 DAY OF November, 2011.

ASSIGNOR: FUNKO LLC

Jon Kipp
(Signature)

Jon Kipp
(Print Name)

Manager
(Title)

ASSIGNEE: TRC MASTER FUND LLC

Terrel Ross
(Signature)

Terrel Ross
(Print Name)

Managing Member
(Title)